

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

|                                  |   |                       |
|----------------------------------|---|-----------------------|
| In re:                           | : | Chapter 11            |
|                                  | : |                       |
| ALL AMERICAN PROPERTIES, INC.    | : | Case No. 10-00273-MDF |
| f/k/a ALL AMERICAN PLAZAS, INC., | : |                       |
|                                  | : |                       |
| Debtor.                          | : |                       |

**RESPONSE TO SECOND APPLICATION OF CUNNINGHAM & CHERNICOFF, P.C.  
FOR ALLOWANCE OF INTERIM COMPENSATION FOR  
PROFESSIONAL SERVICES AND REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD MARCH 1, 2010 TO AUGUST 9, 2010**

Berkadia Commercial Mortgage LLC, (the “Servicer”), as Servicer for U.S. Bank National Association, as Trustee for the Registered Holders of the FMAC Loan Receivables Trust 2000-A (the “Secured Party”) by and through its counsel, Pepper Hamilton LLP, hereby files this Response to the Second Application of Cunningham & Chernicoff, P.C. For Payment of Interim Compensation For Professional Services and Reimbursement of Expenses for the Period March 1, 2010 to August 9, 2010 (the “Application”). In support of this Application, the Secured Party states as follows

1. On or about August 19, 2010, Cunningham & Chernicoff filed the Application.
2. In the supporting documentation to the Application, there is a time entry on April 14, 2010 for three hours to “review weekly report.” Counsel for the Secured Party has spoken with Mr. Chernicoff and understands that this entry will be reduced to three tenths of an hour rather than three hours.
3. The Secured Party has no other specific objections to the time entries or the allowance of the fees provided that, pursuant to the Debtor’s Motion For Approval For Debtor to Utilize Cash Collateral Through March 31, 2010 and Pay Pre-Petition Payroll approved and incorporated into Orders of this Court, no proceeds from the Cash Collateral of the Secured Party

at the Clarks Ferry Property and Frystown Property may be used to pay any fees or expenses allowed and approved by this Court.

WHEREFORE, for the reasons stated herein, the Secured Party respectfully requests that any order approving the Application specifically reduce the requested fees as indicated herein and provide that no proceeds from the Cash Collateral of the Secured Party at Clarks Ferry Property and the Frystown Property may be used to pay any allowed fees and expenses requested in the Application.

Respectfully Submitted,

/s/ Kay Standridge Kress

Kay Standridge Kress (P39339)

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Counsel for Berkadia Commercial Mortgage LLC,  
as Servicer for U.S. Bank National Association, as  
Trustee for the Registered Holders of FMAC Loan  
Receivables Trust 2000-A

Dated: September 10, 2010

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

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| In re:                         | : | Chapter 11            |
|                                | : |                       |
| ALL AMERICAN PROPERTIES, INC., | : | Case No. 10-00273-MDF |
| f/k/a ALL AMERICAN PLAZAS, INC | : |                       |
|                                | : |                       |
| Debtor.                        | : |                       |

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on September 10, 2010, I caused the foregoing Response To Second Application Of Cunningham & Chernicoff, P.C. For Allowance Of Interim Compensation For Professional Services And Reimbursement Of Expenses For The Period March 1, 2010 To August 9, 2010, and this Certificate of Service to be electronically filed with the United States Bankruptcy Court for the Middle District of Pennsylvania, and notice will be sent by operation of the Court's electronic filing service to all ECF participants registered to receive notice in this case.

PEPPER HAMILTON LLP

/s/ Kay Standridge Kress  
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Dated: April 21, 2010

*Counsel for Berkadia Commercial Mortgage LLC,  
as Servicer for U.S. Bank National Association, as  
Trustee for the Registered Holders of FMAC Loan  
Receivables Trust 2000-A*